

EXHIBIT E

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

METCAP SECURITIES LLC, NORTH AMERICAN
SENIOR CARE INC., and NASC ACQUISITION
CORP.,

Plaintiffs,

- against -

PEARL SENIOR CARE, INC.; PSC SUB INC.;
PROPERTY HOLDINGS, LLC; and
BEVERLY ENTERPRISES, INC.;

Defendants.

06 Civ. 2336

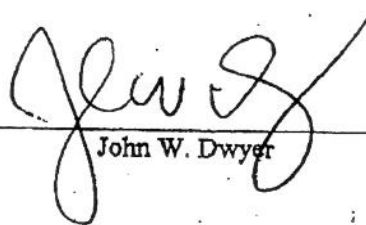
Judge Casey

DECLARATION
OF JOHN W. DWYER

John W. Dwyer, declares under penalty of perjury as follows:

1. I am the President of Capital Funding Group, Inc. I have personal knowledge of the facts set forth herein.
2. My involvement in the Beverly transaction began no later than January 2005 and continued through the closing. I had numerous conversations with Ronald Silva concerning Beverly.
3. Mr. Silva was aware of the involvement of MetCap Securities LLC in the Beverly transaction as an investment banker and that Leonard Grunstein was a principal of the holding company of MetCap. Indeed, in a number of conversations with Mr. Silva and me, he was adamant that as to Leonard Grunstein, it was either the investment banking fee or a 50% partnership interest to Mr. Grunstein, but not both.

Executed under penalty of perjury
this 5th day of April, 2006



John W. Dwyer